

RECORDATION NO. 16287-B FILED

NOV 18 '04 2-54 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated as of April 18, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment Agreement which was previously filed with the Commission under Recordation Number 16287-A

The name and address of the party to the enclosed document are:

Assignee: NBB Pennsylvania Lease Co., Ltd.
1-12-11 Nihonbashi, Chou-ku
Tokyo 103, Japan

[Assignor: Consolidated Rail Corporation
1000 Howard Blvd., 4th Floor
Mt. Laurel, New Jersey 08054]

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A description of the railroad equipment covered by the enclosed document
is:

24 locomotives: CSXT 7489 – CSXT 7499 (excluding CSXT 7490) and
PRR 8300 – PRR 8313.

A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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RELEASE

SURFACE TRANSPORTATION BOARD

This Release dated as of April 18, 2003 is made by NBB Pennsylvania Lease Co., Ltd. "Lessor" / "Assignee".

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Assignment Agreement dated as of April 14, 1989 between NBB Pennsylvania Lease Co., Ltd., "Assignee" and Consolidated Rail Corporation, "Assignor" (Recordation Number 16287-A recorded on April 17, 1989); Lease Agreement dated as of April 14, 1989 between NBB Pennsylvania Lease Co., Ltd., "Lessor" and Consolidated Rail Corporation, "Lessee" (Recordation Number 16288, recorded on April 17, 1989); Lease Supplement No.1 dated as of April 14, 1989 between NBB Pennsylvania Lease Co., Ltd., Lessor, and Consolidated Rail Corporation, Lessee (Recordation Number 16288-A, recorded on April 17, 1989); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of September 1, 1998 (Recordation Number 16288-B, recorded on September 4, 1998); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of October 6, 1998 (Recordation Number 16288-C, recorded on October 8, 1998); Amendment Agreement dated as of August 3, 1998 among Consolidated Rail Corporation, "Lessee", Barclays Bank, PLC, "Lender", and NBB Pennsylvania Lease Co., Ltd., "Lessor" or "Borrower" (Recordation Number 16288-D, recorded on May 4, 1999), collectively hereinafter the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable.
2. NBB Pennsylvania Lease Co., Ltd., Lessor/Assignee, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to NBB Pennsylvania Lease Co., Ltd., Lessor/Assignee, pursuant to said Agreements.

IN WITNESS WHEREOF, NBB Pennsylvania Lease Co., Ltd. has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

By: _____

Title: _____

Schedule A

Equipment List

<u>Equipment Description</u>	<u>Quantity</u>
GE Dash8-40C Locomotives	24

Equipment Identification Numbers

Original Identification <u>Number</u>	Current Identification <u>Number</u>
CR 6025	CSXT 7489
CR 6026	PRR 8300
CR 6027	PRR 8301
CR 6028	PRR 8302
CR 6029	PRR 8303
CR 6030	PRR 8304
CR 6032	PRR 8305
CR 6033	CSXT 7491
CR 6034	PRR 8306
CR 6035	PRR 8307
CR 6036	CSXT 7492
CR 6037	CSXT 7493
CR 6038	CSXT 7494
CR 6039	CSXT 7495
CR 6040	CSXT 7496
CR 6041	PRR 8308
CR 6042	CSXT 7497
CR 6043	PRR 8309
CR 6044	CSXT 7498
CR 6045	PRR 8310
CR 6046	PRR 8311
CR 6047	PRR 8312
CR 6048	PRR 8313
CR 6049	CSXT 7499

STATE OF CT :)
COUNTY OF Fairfield :)

ss.:

On this, the 18th day of April, 2003, before me, a notary public, personally appeared Leonard Shavel, to me known, who, being by me duly sworn, did depose and say that he/she is the Attorney-in-Fact of NBB Pennsylvania Lease Co., Ltd., one of the parties described in and which executed the foregoing instrument; that said instrument was executed on April 18, 2003 on behalf of said party by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said party.

Sworn to before me this
18th day of April, 2003.

LINDA ARDITO
Notary Public
State of Connecticut
My Commission Expires April 30, 20 05

(Notarial Seal)

Linda Ardito

NOTARY PUBLIC
My Commission Expires On 4/30/05